

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA**

**BMG RIGHTS MANAGEMENT
(US) LLC, and ROUND HILL
MUSIC LP**

Plaintiffs,

V.

Case No. 1:14-cv-1611(LOG/JFA)

**COX COMMUNICATIONS, INC. and
COXCOM, LLC**

Defendants.

DECLARATION OF NEIL GILLIS

I, Neil Gillis, hereby declare as follows:

1. I am the President of Round Hill Music LP (“Round Hill”). I was one of the founders of Round Hill and have been in the role of President since its inception in 2011. I have been working in the music publishing business since 1983 and have extensive experience with copyright licensing and royalty deals. I have worked at several other publishing companies, including Warner/Chappell Music, Broadcast Music, Inc., Cherry Lane Music, S1 Songs America, and Dimensional Music Publishing, LLC.

2. Round Hill, together with its affiliates, is a full-service, creative music company with a focus on music publishing. Round Hill works with writers and provides services such as song placements, synchronization and music licensing, song registration, royalty accounting, royalty tracking, piracy monitoring, enforcement, and settlement collection.

3. I have knowledge of the information contained in this declaration through my work at Round Hill.

4. Round Hill has the sole and exclusive administration rights, including the right to file suit, for each of the copyrighted works listed in Appendices A1-A5. Round Hill's affiliate, Round Hill Music, LLC has ownership rights to all of the copyrights listed in Appendices A1-A5 by virtue of being listed as a copyright claimant or through an assignment or transfer of exclusive rights from a claimant on the copyright registration issued by the U.S. Copyright Office. Round Hill obtained its sole and exclusive administration rights from Round Hill Music, LLC. Round Hill also has an ownership right in three of the copyrighted works listed in Appendix A2 through a transfer from a copyright claimant.

COPYRIGHTED WORKS OF ROUND HILL MUSIC LLC

5. Round Hill Music, LLC is listed as a claimant on the certificates of registration issued by the U.S. Copyright Office for the copyrighted works listed in Appendix A1. The certified copyright registrations for the copyrighted works listed in Appendix A1 are attached hereto as Exhibits C1 and C2.

6. All of the ownership and exclusive administration interests obtained by Round Hill Music, LLC were transferred and assigned to its affiliate Round Hill Music Royalty Fund, LP as shown in the Asset Purchase Agreement between Round Hill Music, LLC. and Round Hill Music Royalty Fund LP having an effective date of January 14, 2013. This agreement is attached hereto as Exhibit RH1. Round Hill Music Royalty Fund, LP then assigned an ownership interest, including the sole and exclusive administration rights and right to file suit, to its affiliate Round Hill Music, LP through the Third Amended And Restated Agreement of Limited Partnership of Round Hill Music Royalty Fund LP, and the Management Agreement dated January 14, 2013, between Round Hill Music Royalty Fund LP, Round Hill Music Royalty Fund GP LP, and Round Hill Music LP. The Third Amended And Restated Agreement of Limited Partnership of Round Hill Music Royalty Fund LP is attached hereto as Exhibit RH2.

The Management Agreement is attached hereto as Exhibit RH3. These transfers are collectively referred to herein as the “Round Hill Transfers.”

COPYRIGHTED WORKS TRANSFERRED TO ROUND HILL MUSIC LLC

7. Round Hill Music, LLC. obtained an ownership interest and/or the exclusive right to administer the copyrighted works in Appendices A2-A5 via assignments and/or exclusive administration agreements.

8. Art In The Fodder Music or Kara DioGuardi is listed as a claimant on the registration certificates issued by the U.S. Copyright Office for the copyrighted works listed in Appendix A2. The certified copyright registrations for the copyrighted works listed in Appendix A2 are attached as Exhibits C3-C14. Stephen Finfer and Kara DioGuardi register works under the name Art In The Fodder Music. As shown in Exhibit RH4, on August 29, 2012 through a General Assignment and Bill of Sale, an ownership percentage of each of the copyrighted works listed in Appendix A2 was transferred from Kara DioGuardi and Stephen Finfer to Round Hill Music, LLC. Additionally, as shown in Exhibit RH7, which is a letter of direction effective March 31, 2012, that shows that an ownership percentage in certain works from Art In the Fodder Music were transferred to BMG Platinum Songs and Round Hill Music LP. Through the Round Hill Transfers, Round Hill has as the sole and exclusive right to administer and exploit the copyrighted works listed in Appendix A2.

9. Andreas Carlsson Publishing AB, Andreas Carlsson Publishing Scandinavia AB, and Andreas Carlsson are listed as claimants on the registration certificates issued by the U.S. Copyright Office for the copyrighted works listed in Appendix A3. The copyright registrations for the copyrighted works listed in Appendix A3 are attached as Exhibits C15-C20. Andreas Carlsson Publishing AB and Andreas Carlsson Production AB, on September 23, 2011, through a General Assignment and Bill of Sale assigned an ownership percentage of each of the

copyrighted works listed in Appendix A3 to Round Hill Music, LLC. Through the Round Hill Transfers, Round Hill has as the sole and exclusive right to administer and exploit the copyrighted works listed in Appendix A3.

10. Shahasu Music is listed as a claimant on the registration certificate issued by the U.S. Copyright Office for the copyrighted work listed in Appendix A4. The copyright registration for the copyrighted work listed in Appendix A3 are attached as Exhibit C21. As shown in Exhibit RH5, on July 22, 2011, through a General Assignment and Bill of Sale, an ownership percentage of the copyrighted work listed in Appendix A4 was transferred from Charles Kaufman p/k/a Charlie Midnight individually and d/b/a Shahasu Music and Janiceps Music to Round Hill Music, LLC. Through the Round Hill Transfers, Round Hill has as the sole and exclusive right to administer and exploit the copyrighted works listed in Appendix A4.

11. Twisted Brown Music, LLC is listed as a claimant on the registration certificate issued by the U.S. Copyright Office for the copyrighted work listed in Appendix A5. As shown in Exhibit RH6, on September 4, 2012, through an Asset Purchase and Exclusive Administration Agreement, Round Hill Music, LLC was given the exclusive right to administer and exploit the copyright registrations listed in Appendix A5 by Twisted Brown Music, LLC. The copyright registrations for the copyrighted work listed in Appendix A5 are attached as Exhibit C22. Through the Round Hill Transfers, Round Hill has as the sole and exclusive right to administer and exploit the copyrighted works listed in Appendix A5.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on 9/21/15.


Neil Gillis

APPENDICES

Appendix A1

Copyrighted works of Round Hill Music LLC

Song Title	Copyright Registration
Believer	PA0001898746
Best day Of My Life	PA0001898750

Appendix A2**Copyrighted works of Art in the Fodder Music**

Song Title	Copyright Registration
ACTIN OUT	PA0001669760
COUNT ON YOU	PA0001726662
UNUSUAL YOU	PA0001625546
Mama's Song	PA0001771813
Undo It	PA0001771815
Ur So Gay	PA0001626893
Love The Way You Love Me	PA0001612853
BEST IS YET TO COME	PA0001753775
FACELESS	PA0001753777
FEED THE MACHINE	PA0001753765
LIE TO ME (DENIAL)	PA0001753765
NOT ALONE	PA0001753775
Wildfire	PA0001733954
POSTCARD FROM PARIS	PA0001729178

Appendix A3

**Copyrighted works of Andreas Carlsson Publishing AB and Andreas Carlsson Production
AB**

Song Title	Copyright Registration
Drowning	PA0001065910
Hook Me Up	PA0001643930
You Had Me From Hello	PA0001643940
Coulda Woulda Shoulda	PA0001146365
I'm Alive	PA0001102057
Obvious	PA0001212323

Appendix A4

**Copyrighted works of Charles Kaufman p/k/a Charlie Midnight individually
and d/b/a Shahasu Music and Janiceps Music**

Song Title	Copyright Registration
SHADOW	PA0001219078

Appendix A5

Copyrighted works of Twisted Brown Music, LLC.

Song Title	Copyright Registration
Sugar	PAu002921929